

THE ATTACHED AMENDMENT OF RIGHT-OF-WAY LEASE
FOR THE KUPARUK PIPELINE
ADL 402294
HAS BEEN RE-TYPED

SIGNED COPIES OF THE ABOVE ARE ON FILE IN THE
STATE OF ALASKA
DEPARTMENT OF NATURAL RESOURCES
STATE PIPELINE COORDINATOR'S OFFICE
411 West 4th Avenue, Suite 2
Anchorage, Alaska 99501-2343

AMENDMENT TO RIGHT-OF-WAY LEASE
FOR THE KUPARUK PIPELINE

AMENDMENT to that certain Right-of-Way Lease, serialized ADL 402294, which was entered into on August 26, 1980 and will expire May 2, 2004.

The pipeline construction area traversed within Township 11 North, Ranges 10, 11, 12, 13 and 14 East and Township 10 North, Range 13 East, Umiat Meridian, containing approximately 4,278 acres.

Section 3, Subsection "d" states:

- d. For the year in which portions of the Right-of-Way are released to the State pursuant to Section 1, Subsection "d", paragraph (ii) hereof, the State shall credit LESSEE against the payment of future rental for a portion of the rental paid to the State for that year, the amount of credit to be the portion of rental paid for year attributable to the lands so reconveyed to the State reduced prorata by the portion of the lease year which has elapsed prior to the reconveyance.

Effective April 26, 1983, ADL 402294, Right-of-Way Lease for the Kuparuk Pipeline, is amended in accordance with Section 3, Subsection "d", as follows:

The acreage for the 450 foot Right-of-Way is reduced to 1,283.4 acres.

The annual rental is \$51,336.00 until adjusted in accordance with Section 3, Subsection "c" of the Right-of-Way Lease.

All Other terms and conditions will remain unchanged.

IN WITNESS WHEREOF, the parties have executed this Amendment as of this date.

STATE OF ALASKA

KUPARUK PIPELINE COMPANY

//s// Esther C. Winnicke
Commissioner
Department of Natural Resources
Date: September 7, 1984

//s//Robert E. Smyth

Date: August 29, 1984